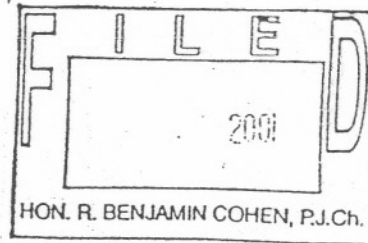


JOHN J. FARMER, JR.
ATTORNEY GENERAL OF NEW JERSEY
Division of Law
124 Halsey Street-5th Floor
P.O. Box 45029
Newark, NJ 07101
Attorney for Plaintiffs



By: Adolfo J. Anzola
Deputy Attorney General
Tel.: (973) 648-7819

SUPERIOR COURT OF NEW JERSEY
CHANCERY DIVISION - GENERAL EQUITY
COUNTY OF ESSEX
DOCKET NO. ESX-C-355-99

JOHN J. FARMER, JR.
ATTORNEY GENERAL OF NEW JERSEY
on behalf of
FRANKLIN L. WIDMANN, CHIEF OF
THE NEW JERSEY BUREAU OF
SECURITIES

Plaintiffs,

v.

MILLENNIUM INTERACTIVE
TECHNOLOGIES CORPORATION,
f/k/a EXETER FINANCIAL SERVICES
CORPORATION, DAVID HELMSTETTER,
INGRID GRAY, STUART LEFFLER,
LOUIS KOWAL, and ISAAC MILSTEIN

Defendants.

Civil Action

CONSENT JUDGMENT:
INGRID GRAY

This matter having been presented to the Court on the application of JOHN J. FARMER, JR.,
Attorney General of New Jersey (Adolfo J. Anzola, Deputy Attorney General, appearing), on behalf
of Franklin L. Widmann, Chief of the New Jersey Bureau of Securities ("Bureau"), and Defendant

Ingrid Gray, (hereafter "Defendant Gray"), appearing through counsel; and the Plaintiffs and Defendant Gray having reached an amicable agreement thereby resolving any and all issues in controversy in this action with respect to Defendant Gray,

IT IS on this 20th day of March, 2001, ORDERED, ADJUDGED AND AGREED as follows:

1. For the purposes of settlement, the Parties agree that Defendant Gray does not concede liability or wrongdoing herein, and does not consent to any findings of liability or wrongdoing for the violations alleged in the Complaint. Defendant does acknowledge, however, that the Court has granted summary judgment in favor of Plaintiffs, against Defendant Gray, as to the First Count of the Complaint, (Fraud in the Offer, Sale or Purchase of Securities).

2. This Consent Judgment applies to and is binding upon Defendant Gray, and as such she is personally liable for satisfaction of the entire amount of the judgment pursuant to the terms contained herein.

3. Total civil penalties assessed, and payable by Defendant Gray to Plaintiffs pursuant to this Consent Judgment, are \$50,000 and an additional \$200,000 if she fails to comply with paragraphs 3-7 herein. The total payment to be made by Defendant Gray to Plaintiffs under this Consent Judgment and Order shall be modified by the following additional provisions:

a. Within 10 days of the execution of this Consent Judgment Defendant Gray is to remit \$25,000, by attorney trust fund account check, certified check or other guaranteed funds, made payable to the "New Jersey Bureau of Securities" and delivered to the attention of Bureau Chief Franklin L. Widmann, at the Bureau's office at 153 Halsey Street, Newark, New Jersey 07102.

b. In recognition of the representations made by Defendant Gray that she has

repurchased shares of the stock at issue in this litigation from certain individuals, or has entered into repurchase agreements for said stock, Defendant Gray will provide truthful and accurate information as to the following:

- i. The names, addresses, and telephone numbers of individuals whose shares were repurchased by Defendant Gray or who have entered into repurchase agreements with her;
- ii. The dates shares were repurchased and/or the dates of repurchase agreements;
- iii. Documents that establish that shares were in fact repurchased (i.e., canceled checks, receipts) and/or that repurchase agreements were entered into;
- iv. Signed affidavits from the individuals whose shares have been repurchased and/or who have entered into repurchase agreements with Defendant Gray, attesting to the facts of such repurchases.

c. Upon the verification by Plaintiffs of the information provided by Defendant Gray in paragraph 3 b., above, payment of the amount verified, up to \$15,000, will be waived by Plaintiffs.

d. Within one year of the execution of this Consent Order, Defendant Gray is to remit \$10,000, by attorney trust fund account check, certified check or other guaranteed funds, made payable to the "New Jersey Bureau of Securities" and delivered to the attention of Bureau Chief Franklin L. Widmann, at the Bureau's office at 153 Halsey Street, Newark, New Jersey 07101.

e. Defendant Gray is to make herself available to the plaintiffs for trial preparation including, but not limited to, witness preparation at mutually convenient times and places.

f. If Defendant Gray is requested by Plaintiffs to testify at trial, she will appear as a witness for the Plaintiffs in their case in chief, and shall give the truthful testimony under oath.

4. In the event that the aforementioned terms are not met, in the discretion of the Bureau Chief and subject to review by the Court, the remaining \$200,000 balance of the civil penalties shall immediately be accelerated and be due and payable without the need for notice or presentment, with interest calculated in accordance with R. 4:42-11 from the date of default.

5. In the event that the aforementioned terms are not met, in the discretion of the Bureau Chief and subject to review by the Court, the State shall be entitled to recover from Defendant Gray its costs of collection including counsel fees.

6. In addition to the relief provided for in other paragraphs herein, a default by Gray shall entitle Plaintiffs to make application to the Court for an order directing compliance and any other relief in aid of litigant's rights including the imposition of attorney's fees for said application, or to make any other application as provided by law.

7. If, after the signing of this Consent Judgment, Defendant Gray engages in any acts or practices which constitute a violation of the Securities Law or this Consent Judgment, she shall be subject to the imposition of enhanced penalties pursuant to N.J.S.A. 49:3-70.1, without prejudice to her rights to present evidence in mitigation and affirmative defenses.

8. In exchange for the undertakings described herein, Plaintiffs will release all claims against Defendant Gray which were based upon the allegations made in the Complaint in this matter.

9. Defendant Gray accepts the release described in the above paragraph based upon representations by Plaintiffs that Plaintiffs have no undisclosed claims against her.

10. If Defendant Gray complies with the provisions of paragraphs 2 through 7 above, then at the completion of the proceedings in this matter, (currently docketed as ESX-C-355-99), including any appeals and subsequent proceedings, Plaintiffs will waive the remaining \$200,000 described in

paragraph 3 hereinabove.

11. In consideration of the mutual promises contained herein, Defendant Gray hereby agrees to release any and all claims arising out of this matter that she may have had against Plaintiffs, their directors, employees, agents, and representatives.

12. The parties acknowledge that for the purpose of enforcement of this Consent Judgment, New Jersey Law shall govern the terms and provisions herein.

13. Defendant Gray shall comply with the Securities Law and shall not engage in any act or practice in violation of the Securities Law or in furtherance of any violation thereof. Specifically, Defendant Gray shall comply with the requirements of N.J.S.A. 49:3-56 concerning registration under the Securities Law.

14. The parties represent that an authorized representative of each has signed this Consent Judgment and Order with full knowledge, understanding and acceptance of its terms and that this person has done so with authority to legally bind the respective party.

15. This Consent Judgment constitutes the entire agreement among the parties with respect to its subject matter. Any addition, deletion or change to this Consent Judgment must be in writing and signed by all parties to be bound.

16. Nothing contained herein shall bind or affect the rights of any person not a party hereto, nor the rights of the parties against any person not a party hereto.

17. This Consent Judgment may be signed in counterparts, each of which shall be deemed an original.

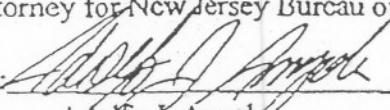
HON. R. BENJAMIN COHEN

R. Benjamin Cohen, P.J.S.C.

769. page

Consent to the Form, Content
and Entry of this Order:

JOHN J. FARMER, JR.
ATTORNEY GENERAL OF NEW JERSEY
Attorney for New Jersey Bureau of Securities

By: 
Adolfo J. Anzola
Deputy Attorney General

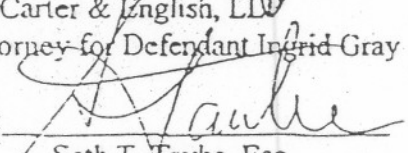
Dated: MARCH 30, 2001

INGRID GRAY

By: 
Ingrid Gray

Dated: MARCH 26, 2001

Seth T. Taube, Esq.
McCarter & English, LLP
Attorney for Defendant Ingrid Gray

By: 
Seth T. Taube, Esq.

Dated: March 28, 2001